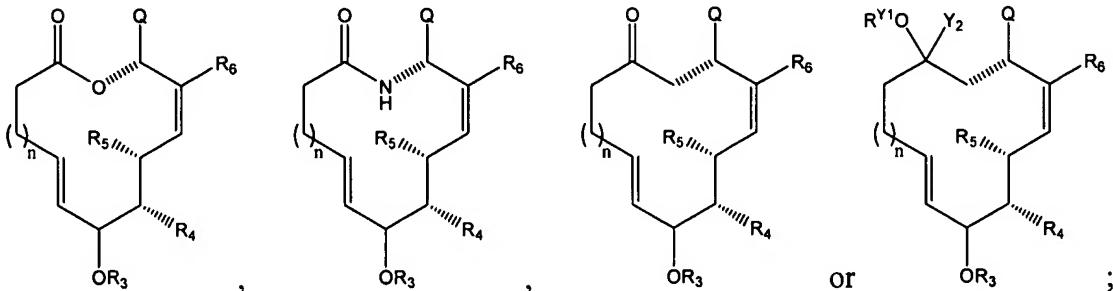


## AMENDMENTS TO THE SPECIFICATION

1. Please amend paragraph [0176] on pages 39-40 as follows:

[0176] I) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):



wherein R<sub>3</sub>-R<sub>6</sub>, n and Q are as defined in classes and subclasses herein; and Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments, R<sub>3</sub> is methyl. In certain other embodiments, R<sub>5</sub> and R<sub>6</sub> are independently lower alkyl. In certain exemplary embodiments, R<sub>5</sub> and R<sub>6</sub> are each methyl. In certain embodiments, n is 3. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a



moiety having the structure: . In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to

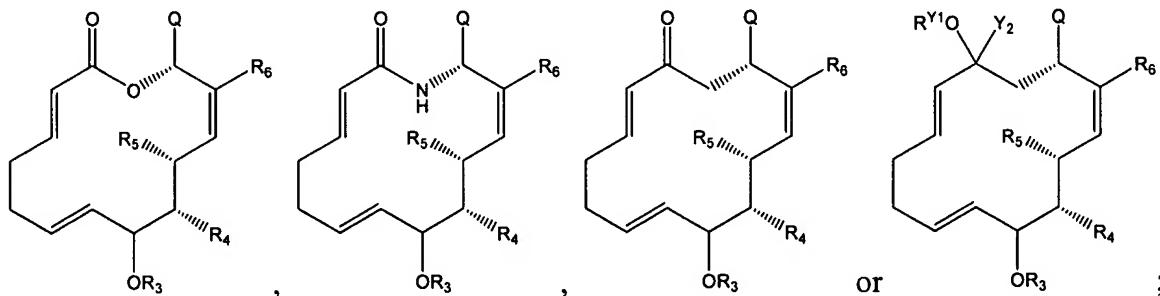


which it is attached forms a moiety having the structure: . In certain exemplary embodiments, Q is hydrogen or a carbonyl-containing moiety. In certain exemplary embodiments, Q is hydrogen. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected

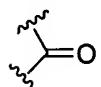
from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.

2. Please amend paragraph [0177] on pages 40-41 as follows:

[0177] II) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):



wherein R<sub>3</sub>-R<sub>6</sub> and Q are as defined in classes and subclasses herein; and Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments, R<sub>3</sub> is methyl. In certain other embodiments, R<sub>5</sub> and R<sub>6</sub> are independently lower alkyl. In certain exemplary embodiments, R<sub>5</sub> and R<sub>6</sub> are each methyl. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety having the structure:



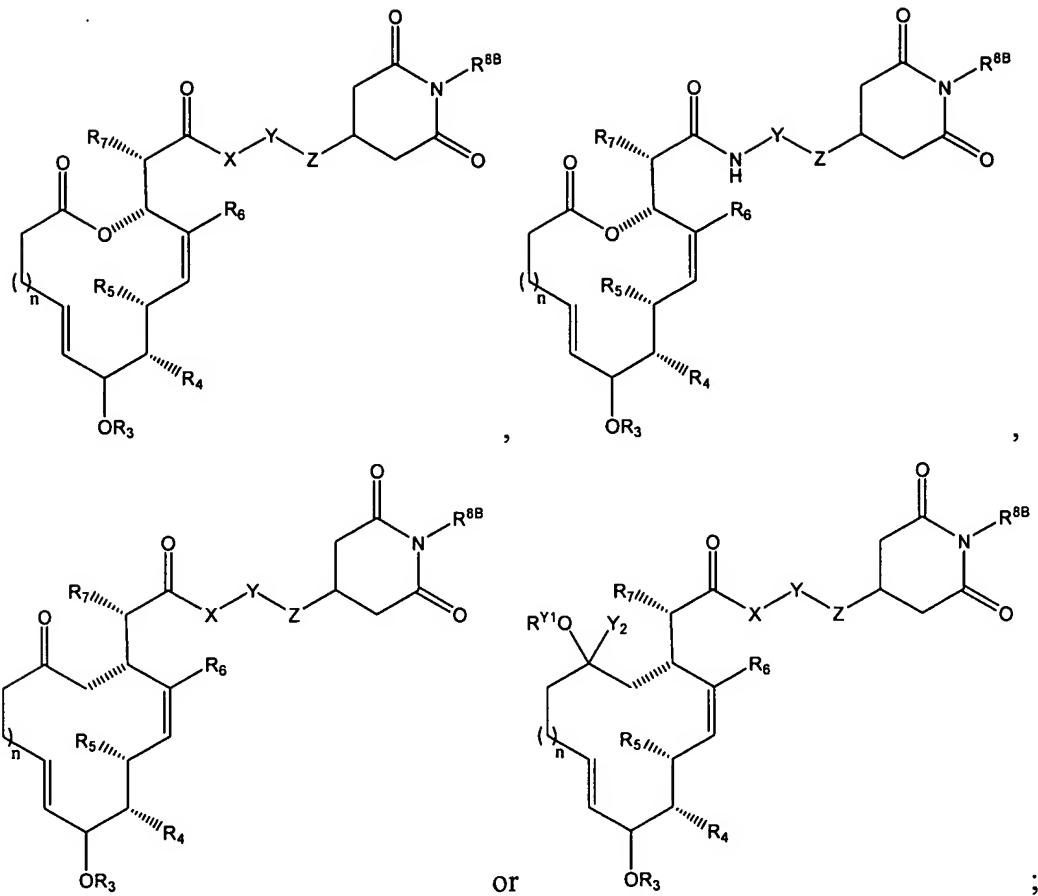
In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety



having the structure: . In certain exemplary embodiments, Q is hydrogen or a carbonyl-containing moiety. In certain exemplary embodiments, Q is hydrogen. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y4</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, R<sup>Y4</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y4</sup> is methoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.~~

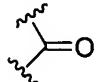
3. Please amend paragraph [0180] on pages 43-44 as follows:

[0180] III) *Compounds of the formula (and pharmaceutically acceptable derivatives thereof):*



wherein R<sub>3</sub>-R<sub>6</sub> and n are as defined in classes and subclasses herein; Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl; R<sub>7</sub> is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R<sup>8B</sup> is hydrogen or lower alkyl; and X, Y and Z are independently a bond, -O-, -S-, -C(=O)-, -NR<sup>Z1</sup>-, -CHOR<sup>Z1</sup>, -CHNR<sup>Z1</sup>R<sup>Z2</sup>, C=S, C=N(R<sup>Y1</sup>) or -CH(Hal); or a substituted or unsubstituted C<sub>0-6</sub>alkylidene or C<sub>0-6</sub>alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO<sub>2</sub>, COCO, CONR<sup>Z1</sup>, OCONR<sup>Z1</sup>, NR<sup>Z1</sup>NR<sup>Z2</sup>, NR<sup>Z1</sup>NR<sup>Z2</sup>CO, NR<sup>Z1</sup>CO, NR<sup>Z1</sup>CO<sub>2</sub>, NR<sup>Z1</sup>CONR<sup>Z2</sup>, SO, SO<sub>2</sub>, NR<sup>Z1</sup>SO<sub>2</sub>, SO<sub>2</sub>NR<sup>Z1</sup>, NR<sup>Z1</sup>SO<sub>2</sub>NR<sup>Z2</sup>, O, S, or NR<sup>Z1</sup>; wherein Hal is a halogen selected from F, Cl, Br and I; and each occurrence of R<sup>Z1</sup> and R<sup>Z2</sup>, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety; and pharmaceutically acceptable derivatives thereof. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen protecting group. In

certain exemplary embodiments, R<sub>3</sub> is methyl. In certain other embodiments, R<sub>5</sub> and R<sub>6</sub> are independently lower alkyl. In certain exemplary embodiments, R<sub>5</sub> and R<sub>6</sub> are each methyl. In certain embodiments, n is 3. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety having the structure:



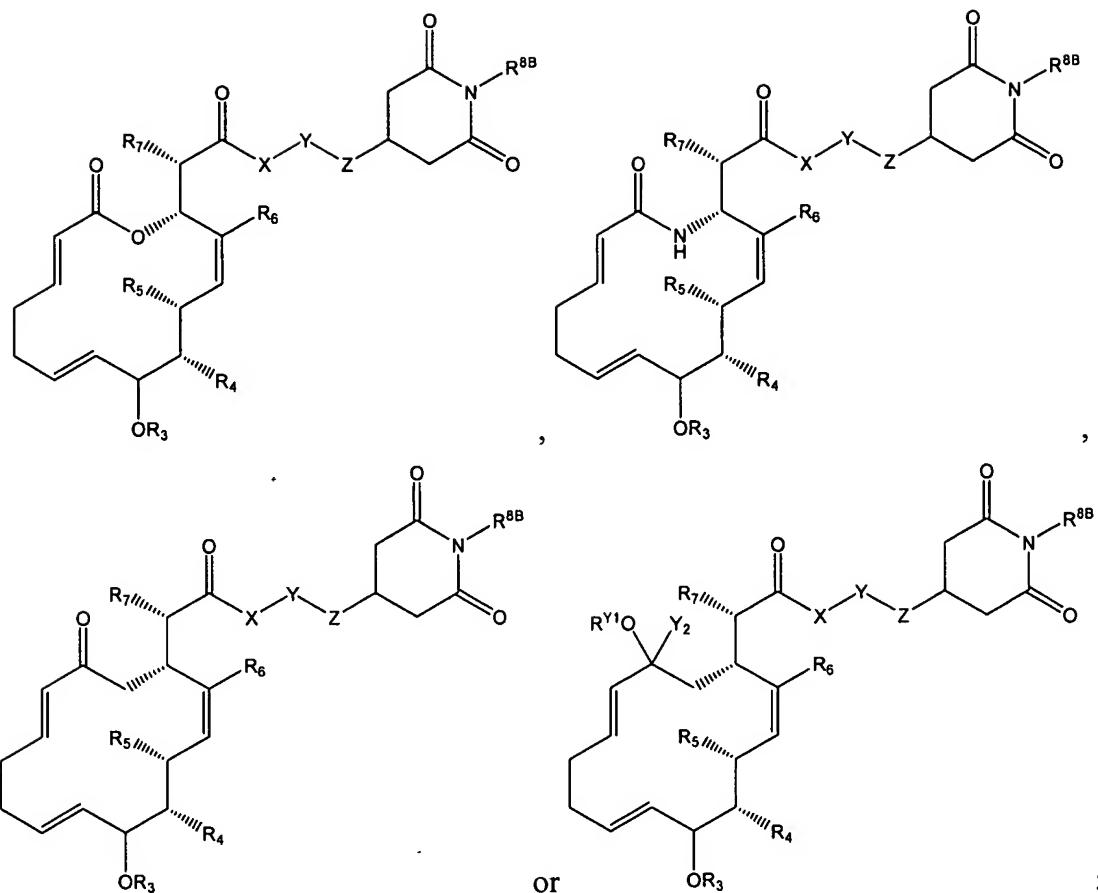
. In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety



having the structure: . In certain other embodiments, R<sub>7</sub> is methyl. In certain other embodiments, X and Z are each CH<sub>2</sub> and Y is -CHOH, -CHNH<sub>2</sub> or -CHF. In certain other embodiments, R<sup>8B</sup> is hydrogen, methyl or ethyl. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy.~~ In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.

4. Please amend paragraph [0181] on pages 44-46 as follows:

[0181] *IV) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):*



wherein R<sub>3</sub>-R<sub>6</sub> are as defined in classes and subclasses herein; Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl; R<sub>7</sub> is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R<sup>8B</sup> is hydrogen or lower alkyl; and X, Y and Z are independently a bond, -O-, -S-, -C(=O)-, -NR<sup>Z1</sup>-, -CHOR<sup>Z1</sup>, -CHNR<sup>Z1</sup>R<sup>Z2</sup>, C=S, C=N(R<sup>Y1</sup>) or -CH(Hal); or a substituted or unsubstituted C<sub>0-6</sub>alkylidene or C<sub>0-6</sub>alkenylidene chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, CO<sub>2</sub>, COCO, CONR<sup>Z1</sup>, OCONR<sup>Z1</sup>, NR<sup>Z1</sup>NR<sup>Z2</sup>, NR<sup>Z1</sup>NR<sup>Z2</sup>CO, NR<sup>Z1</sup>CO, NR<sup>Z1</sup>CO<sub>2</sub>, NR<sup>Z1</sup>CONR<sup>Z2</sup>, SO, SO<sub>2</sub>, NR<sup>Z1</sup>SO<sub>2</sub>, SO<sub>2</sub>NR<sup>Z1</sup>, NR<sup>Z1</sup>SO<sub>2</sub>NR<sup>Z2</sup>, O, S, or NR<sup>Z1</sup>; wherein Hal is a halogen selected from F, Cl, Br and I; and each occurrence of R<sup>Z1</sup> and R<sup>Z2</sup> is independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl; or R<sup>Z1</sup> and R<sup>Z2</sup>, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety; and pharmaceutically acceptable derivatives thereof.. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen protecting group. In

certain exemplary embodiments, R<sub>3</sub> is methyl. In certain other embodiments, R<sub>5</sub> and R<sub>6</sub> are independently lower alkyl. In certain exemplary embodiments, R<sub>5</sub> and R<sub>6</sub> are each methyl. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the carbon atom to



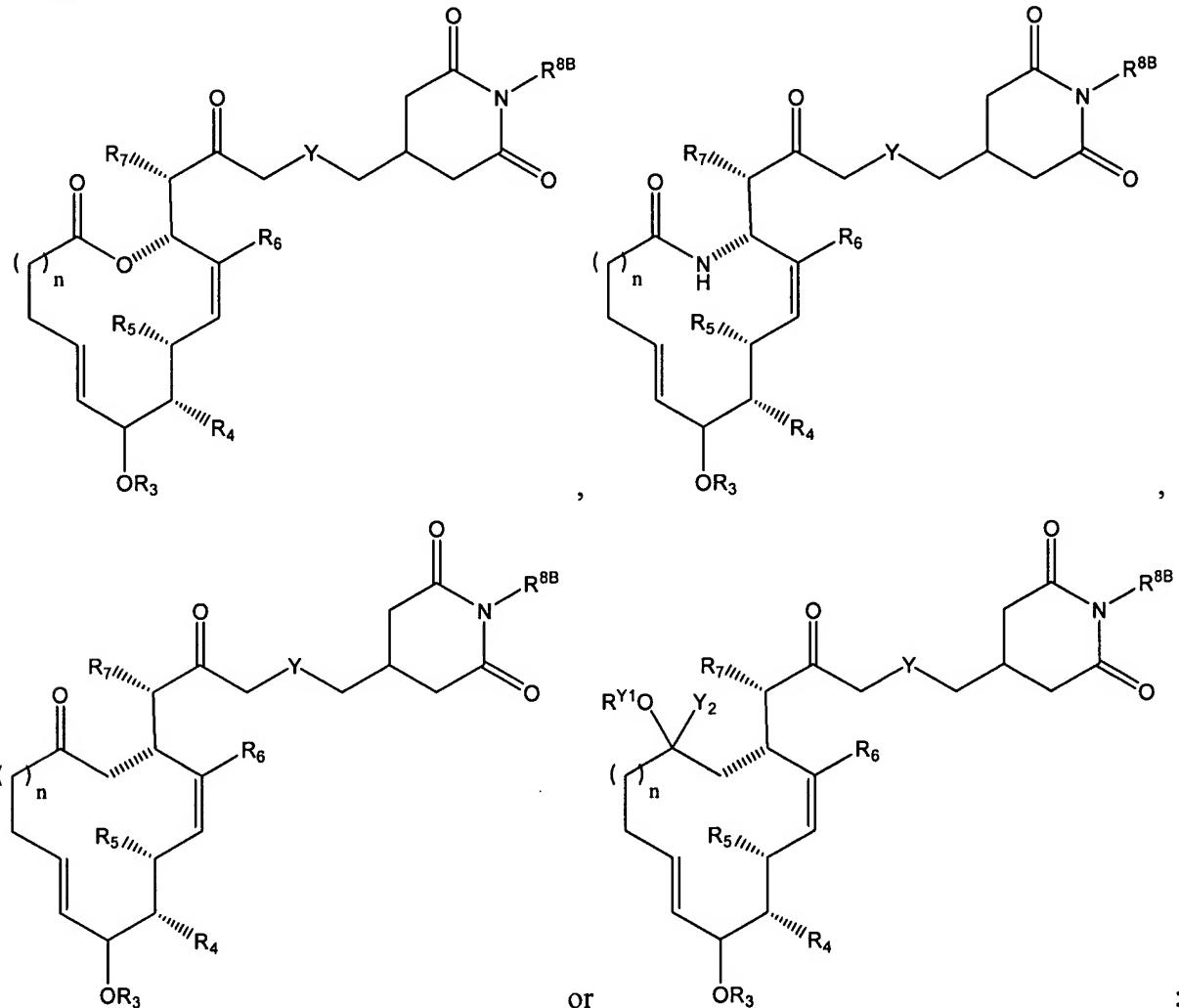
which it is attached forms a moiety having the structure: . In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety having the structure:



. In certain other embodiments, R<sub>7</sub> is methyl. In certain other embodiments, X and Z are each CH<sub>2</sub> and Y is -CHOH, -CHNH<sub>2</sub> or -CHF. In certain other embodiments, R<sup>8B</sup> is hydrogen, methyl or ethyl. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy.~~ In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.

5. Please amend paragraph [0183] on pages 47-49 as follows:

[0183] *V) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):*



wherein R<sub>3</sub>-R<sub>6</sub> and n are as defined in classes and subclasses herein; Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl; R<sub>7</sub> is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R<sup>8B</sup> is hydrogen or lower alkyl; and Y is -CHOR<sup>Y1</sup>, -CHNR<sup>Y1</sup>R<sup>Y2</sup>, C=O, C=S, C=N(R<sup>Y1</sup>) or -CH(Hal); wherein Hal is a halogen selected from F, Cl, Br and I; and R<sup>Y1</sup> and R<sup>Y2</sup> are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R<sup>Y1</sup> and R<sup>Y2</sup>, taken together with the nitrogen atom to which they are attached, for a

heterocyclic or heteroaryl moiety. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments, R<sub>3</sub> is methyl. In certain other embodiments, R<sub>5</sub> and R<sub>6</sub> are independently lower alkyl. In certain exemplary embodiments, R<sub>5</sub> and R<sub>6</sub> are each methyl. In certain embodiments, n is 3. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a



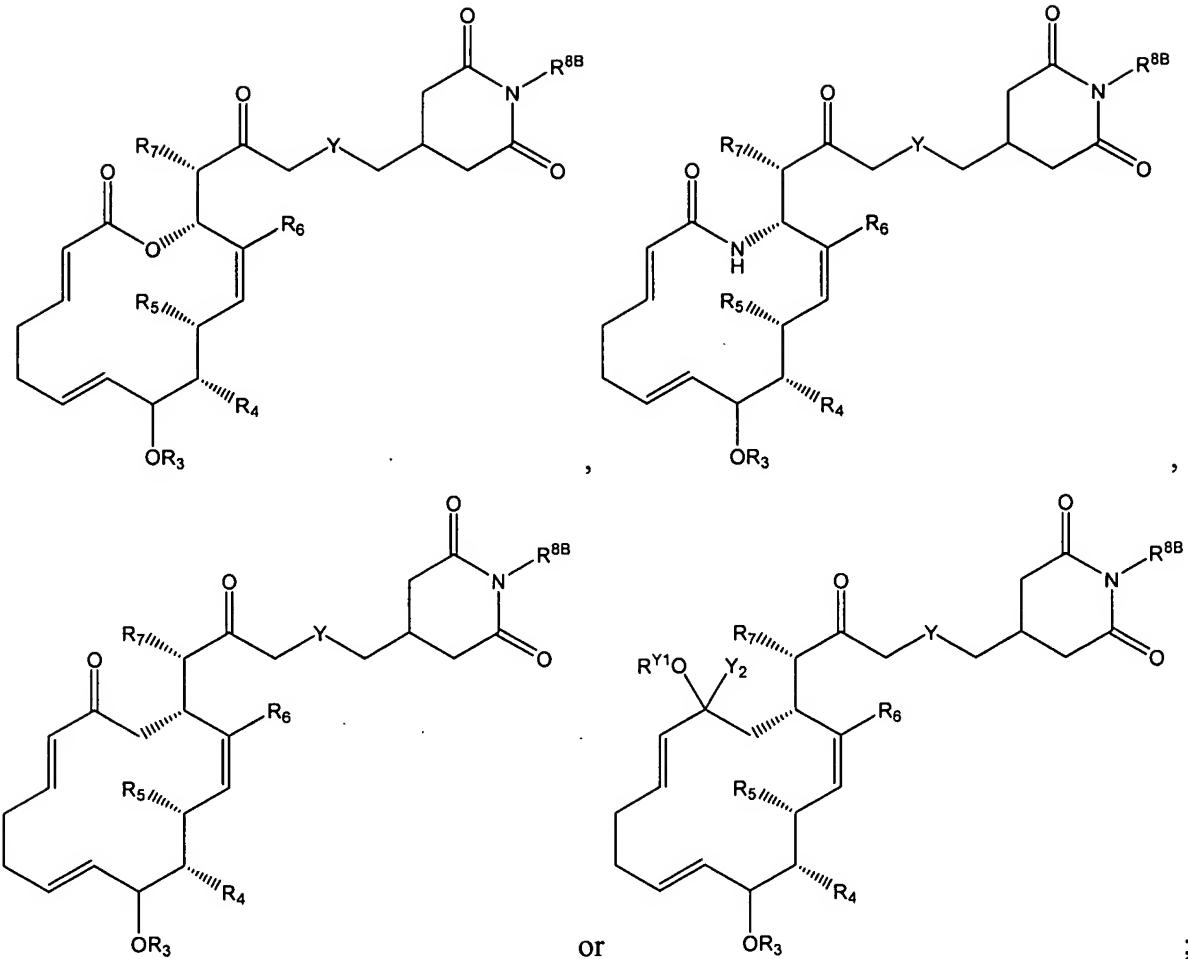
moiety having the structure: . In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to



which it is attached forms a moiety having the structure: . In certain other embodiments, R<sub>7</sub> is methyl. In certain other embodiments, Y is -CHOH, -CHNH<sub>2</sub> or -CHF. In certain other embodiments, R<sup>8B</sup> is hydrogen, methyl or ethyl. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy.~~ In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.

6. Please amend paragraph [0184] on pages 49-52 as follows:

[0184] VI) *Compounds of the formula (and pharmaceutically acceptable derivatives thereof):*



wherein R<sub>3</sub>-R<sub>6</sub> are as defined in classes and subclasses herein; Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl; R<sub>7</sub> is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; R<sup>8B</sup> is hydrogen or lower alkyl; and Y is -CHOR<sup>Y1</sup>, -CHNR<sup>Y1</sup>R<sup>Y2</sup>, C=O, C=S, C=N(R<sup>Y1</sup>) or -CH(Hal); wherein Hal is a halogen selected from F, Cl, Br and I; and R<sup>Y1</sup> and R<sup>Y2</sup> are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R<sup>Y1</sup> and R<sup>Y2</sup>, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments, R<sub>3</sub> is methyl. In certain other embodiments, R<sub>5</sub> and R<sub>6</sub> are independently lower alkyl. In certain exemplary embodiments, R<sub>5</sub> and R<sub>6</sub> are each methyl. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or

$R^{4A}$  and  $R^{4B}$ , taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or  $R_4$ , taken together with the carbon atom to



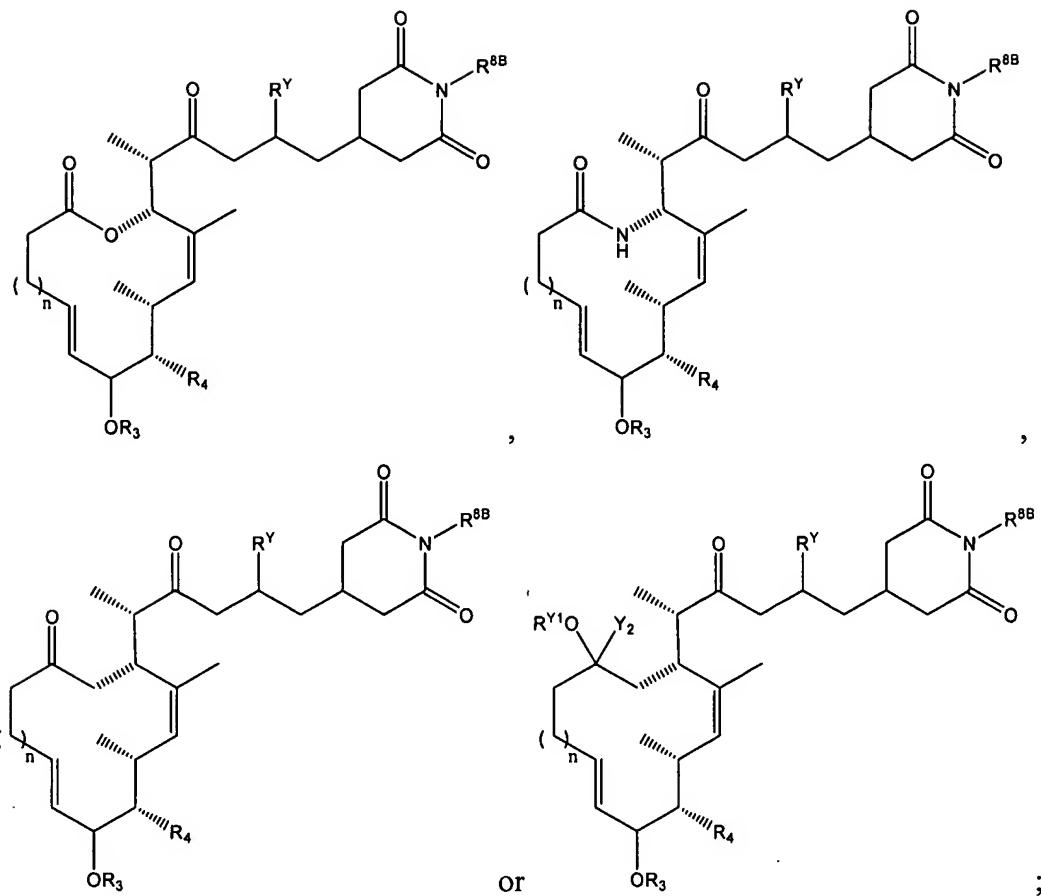
which it is attached forms a moiety having the structure: . In certain embodiments,  $R_4$  is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments,  $R_4$  is fluorine. In certain other embodiments,  $R_4$  is F, OH, OAc, NH<sub>2</sub> or  $R_4$ , taken together with the carbon atom to which it is attached forms a moiety having the structure:



. In certain other embodiments,  $R_7$  is methyl. In certain other embodiments, Y is -CHOH, -CHNH<sub>2</sub> or -CHF. In certain other embodiments,  $R^{8B}$  is hydrogen, methyl or ethyl. In certain exemplary embodiments,  $Y_2$  is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or lower alkoxy. In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or methoxy. In certain exemplary embodiments,  $Y_2$  is CF<sub>3</sub> and  $R^{Y1}$  is methoxy. In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or lower alkyl. In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or methyl. In certain exemplary embodiments,  $Y_2$  is CF<sub>3</sub> and  $R^{Y1}$  is methyl.~~

7. Please amend paragraph [0185] on pages 52-54 as follows:

[0185] **VII) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):**



wherein n, R<sub>3</sub> and R<sub>4</sub> are as defined in classes and subclasses herein; Y<sub>2</sub> and R<sup>Y<sub>1</sub></sup> are independently hydrogen or lower alkyl; R<sup>8B</sup> is hydrogen or lower alkyl; and R<sup>Y</sup> is hydrogen, halogen, -OR<sup>Y<sub>1</sub></sup> or -NR<sup>Y<sub>1</sub></sup>NR<sup>Y<sub>2</sub></sup>; wherein R<sup>Y<sub>1</sub></sup> and R<sup>Y<sub>2</sub></sup> are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R<sup>Y<sub>1</sub></sup> and R<sup>Y<sub>2</sub></sup>, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments, R<sub>3</sub> is methyl. In certain embodiments, n is 3. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety having the



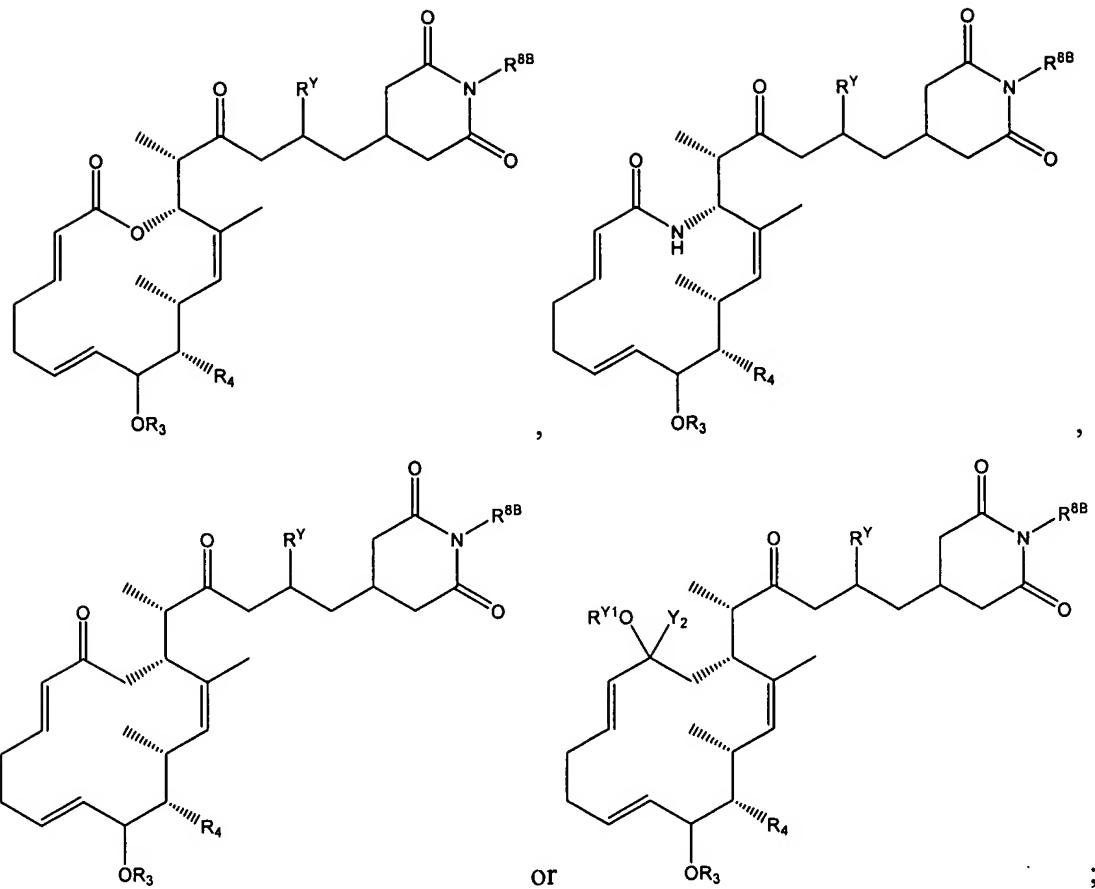
structure: . In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to which it is



attached forms a moiety having the structure: . In certain other embodiments, R<sup>Y</sup> is OH, NH<sub>2</sub> or halogen (e.g., F). In certain other embodiments, R<sup>8B</sup> is hydrogen, methyl or ethyl. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy.~~ ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy.~~ ~~In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy.~~ In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.

8. Please amend paragraph [0186] on pages 54-56 as follows:

[0186] **VIII) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):**



wherein R<sub>3</sub> and R<sub>4</sub> are as defined in classes and subclasses herein; Y<sub>2</sub> and R<sup>Y<sub>1</sub></sup> are independently hydrogen or lower alkyl; R<sup>8B</sup> is hydrogen or lower alkyl; and R<sup>Y</sup> is hydrogen, halogen, -OR<sup>Y<sub>1</sub></sup> or -NR<sup>Y<sub>1</sub></sup>NR<sup>Y<sub>2</sub></sup>; wherein R<sup>Y<sub>1</sub></sup> and R<sup>Y<sub>2</sub></sup> are independently hydrogen, alkyl, heteroalkyl, aryl, heteroaryl or acyl, or R<sup>Y<sub>1</sub></sup> and R<sup>Y<sub>2</sub></sup>, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments, R<sub>3</sub> is methyl. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the



carbon atom to which it is attached forms a moiety having the structure: . In certain

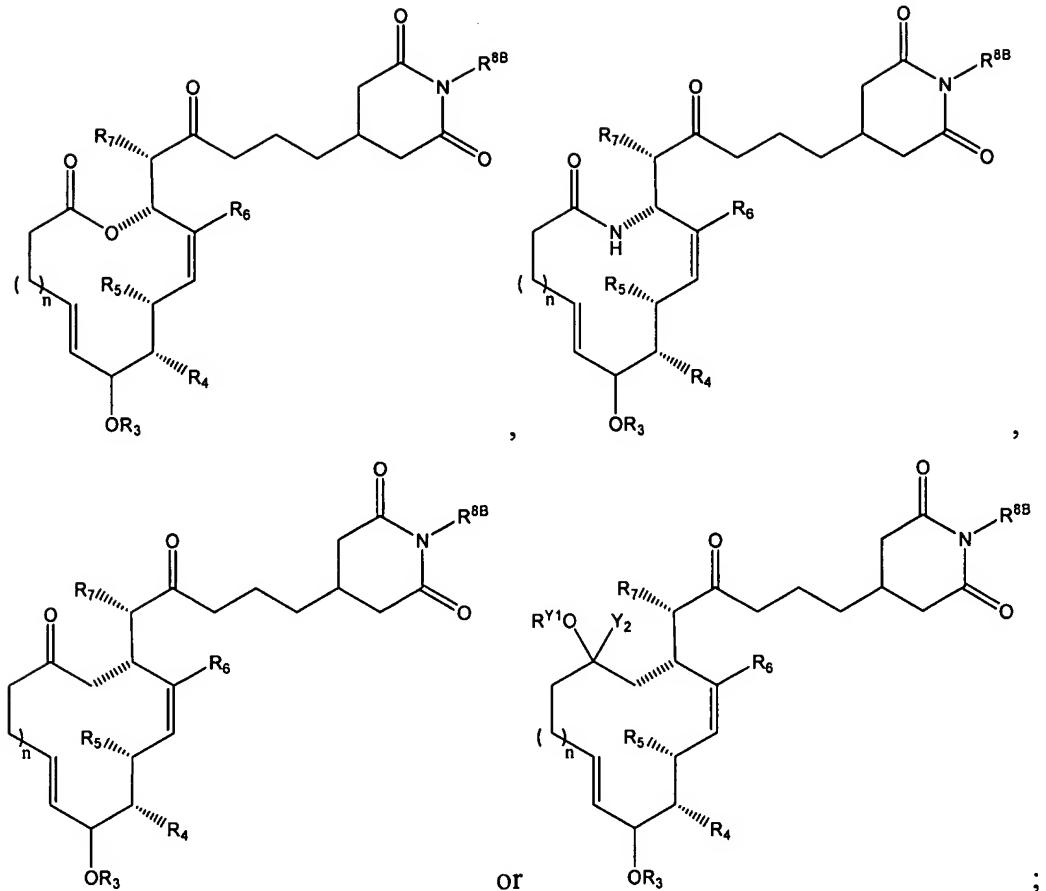
embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety having the



structure: . In certain other embodiments, R<sup>Y</sup> is OH, NH<sub>2</sub> or halogen (e.g., F). In certain other embodiments, R<sup>8B</sup> is hydrogen, methyl or ethyl. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.~~

9. Please amend paragraph [0187] on pages 56-58 as follows:

[0187] **IX) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):**



wherein R<sub>3</sub>-R<sub>6</sub> and n are as defined in classes and subclasses herein; Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl; R<sub>7</sub> is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; and R<sup>8B</sup> is hydrogen or lower alkyl. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments, R<sub>3</sub> is methyl. In certain other embodiments, R<sub>5</sub> and R<sub>6</sub> are independently lower alkyl. In certain exemplary embodiments, R<sub>5</sub> and R<sub>6</sub> are each methyl. In certain embodiments, n is 3. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the

carbon atom to which it is attached forms a moiety having the structure: . In certain

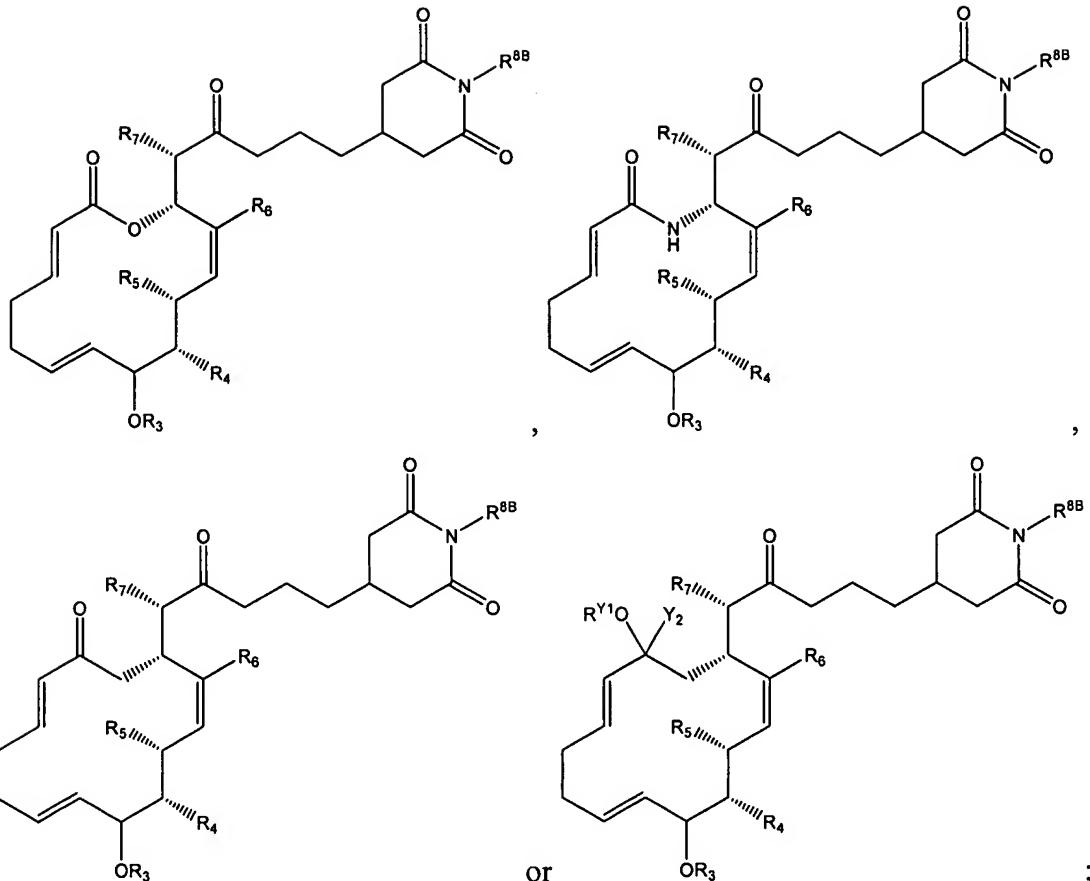
embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety having the



structure: . In certain other embodiments, R<sub>7</sub> is methyl. In certain other embodiments, R<sup>8B</sup> is hydrogen, methyl or ethyl. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.~~

10. Please amend paragraph [0188] on pages 58-60 as follows:

[0188] X) *Compounds of the formula (and pharmaceutically acceptable derivatives thereof):*



wherein R<sub>3</sub>-R<sub>6</sub> are as defined in classes and subclasses herein; Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl; R<sub>7</sub> is a substituted or unsubstituted, linear or branched, cyclic or acyclic lower alkyl moiety; and R<sup>8B</sup> is hydrogen or lower alkyl. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments, R<sub>3</sub> is methyl. In certain other embodiments, R<sub>5</sub> and R<sub>6</sub> are independently lower alkyl. In certain exemplary embodiments, R<sub>5</sub> and R<sub>6</sub> are each methyl. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety having

the structure: . In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine,

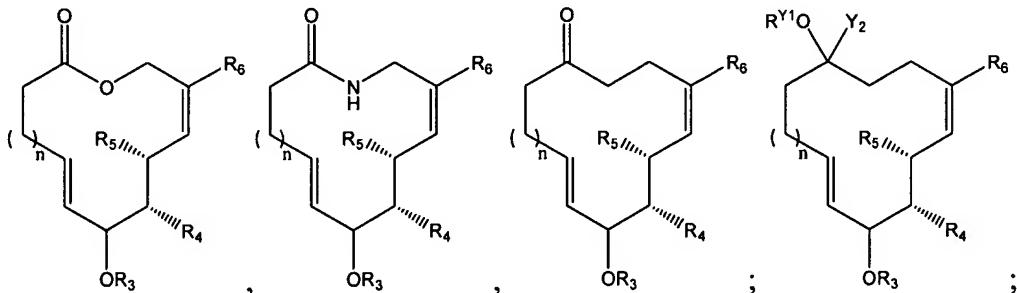
bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to which it is



attached forms a moiety having the structure: . In certain other embodiments, R<sub>7</sub> is methyl. In certain other embodiments, R<sup>8B</sup> is hydrogen, methyl or ethyl. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.~~

11. Please amend paragraph [0189] on pages 60-61 as follows:

[0189] XI) *Compounds of the formula (and pharmaceutically acceptable derivatives thereof):*



wherein R<sub>3</sub>-R<sub>6</sub> and n are as defined in classes and subclasses herein; and Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments, R<sub>3</sub> is methyl. In certain other embodiments, R<sub>5</sub> and R<sub>6</sub> are independently lower alkyl. In certain exemplary embodiments, R<sub>5</sub> and R<sub>6</sub> are each methyl. In certain embodiments, n is 3. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen,

lower alkyl, aryl, acyl or a nitrogen protecting group, or R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a



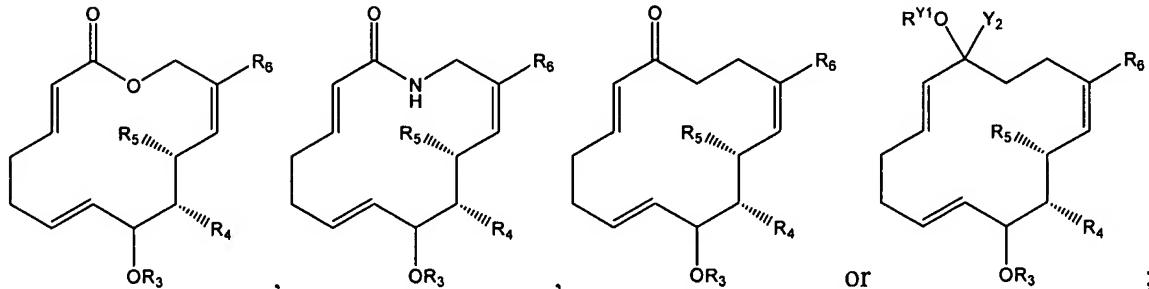
moiety having the structure: In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to



which it is attached forms a moiety having the structure: In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy.~~ ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy.~~ ~~In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy.~~ In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.

12. Please amend paragraph [0190] on pages 61-63 as follows:

[0190] **XII) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):**



wherein R<sub>3</sub>-R<sub>6</sub> are as defined in classes and subclasses herein; and Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen

protecting group. In certain exemplary embodiments, R<sub>3</sub> is methyl. In certain other embodiments, R<sub>5</sub> and R<sub>6</sub> are independently lower alkyl. In certain exemplary embodiments, R<sub>5</sub> and R<sub>6</sub> are each methyl. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety having the structure:



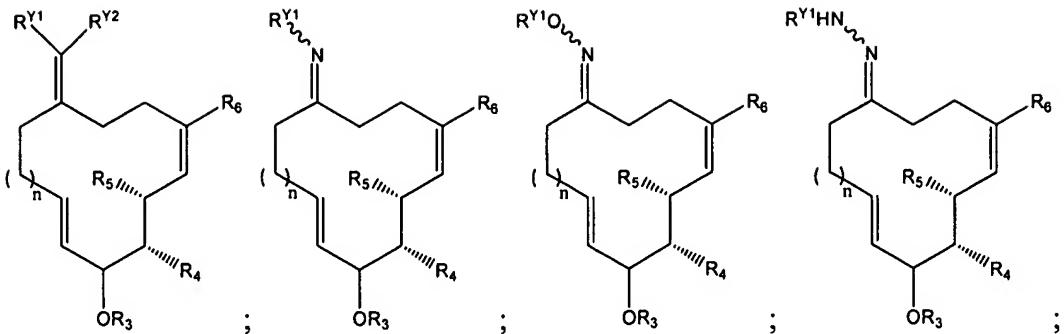
. In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety



having the structure: . In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.~~

13. Please amend paragraph [0191] on pages 63-64 as follows:

[0191] *XIII) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):*



wherein R<sub>3</sub>-R<sub>6</sub> and n are as defined in classes and subclasses herein; and Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments, R<sub>3</sub> is methyl. In certain other embodiments, R<sub>5</sub> and R<sub>6</sub> are independently lower alkyl. In certain exemplary embodiments, R<sub>5</sub> and R<sub>6</sub> are each methyl. In certain embodiments, n is 3. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a



moiety having the structure: . In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to

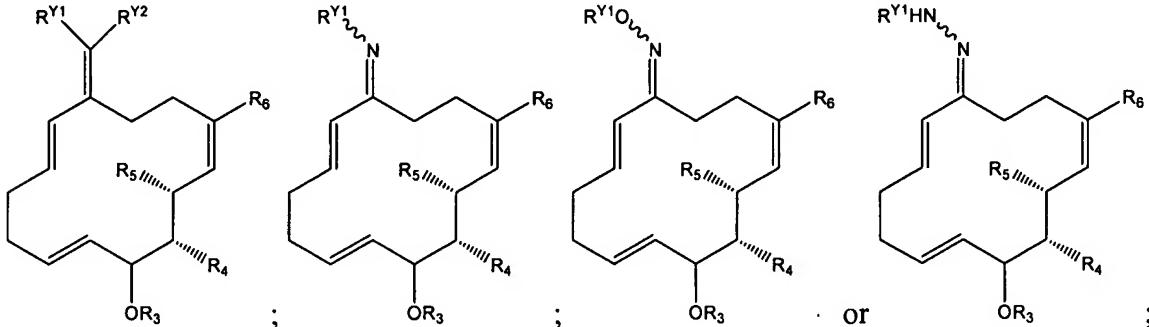


which it is attached forms a moiety having the structure: . In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or CF<sub>3</sub>. ~~In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or lower alkoxy. In certain exemplary embodiments, R<sup>Y1</sup> is hydroxyl or methoxy. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methoxy. In certain exemplary embodiments, R<sup>Y1</sup>~~

is hydrogen or lower alkyl. In certain exemplary embodiments, R<sup>Y1</sup> is hydrogen or methyl. In certain exemplary embodiments, Y<sub>2</sub> is CF<sub>3</sub> and R<sup>Y1</sup> is methyl.

14. Please amend paragraph [0192] on pages 64-65 as follows:

[0192] XIV) Compounds of the formula (and pharmaceutically acceptable derivatives thereof):



wherein R<sub>3</sub>-R<sub>6</sub> are as defined in classes and subclasses herein; and Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl. In certain embodiments, R<sub>3</sub> is hydrogen, lower alkyl or an oxygen protecting group. In certain exemplary embodiments, R<sub>3</sub> is methyl. In certain other embodiments, R<sub>5</sub> and R<sub>6</sub> are independently lower alkyl. In certain exemplary embodiments, R<sub>5</sub> and R<sub>6</sub> are each methyl. In certain embodiments, R<sub>4</sub> is halogen, hydroxyl, lower alkoxy, acyloxy or NR<sup>4A</sup>R<sup>4B</sup>, wherein R<sup>4A</sup> and R<sup>4B</sup> are independently hydrogen, lower alkyl, aryl, acyl or a nitrogen protecting group, or R<sup>4A</sup> and R<sup>4B</sup>, taken together with the nitrogen atom to which they are attached, form a substituted or unsubstituted heterocyclic or heteroaryl moiety; or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety having the structure:



. In certain embodiments, R<sub>4</sub> is a halogen selected from fluorine, chlorine, bromine and iodine. In certain exemplary embodiments, R<sub>4</sub> is fluorine. In certain other embodiments, R<sub>4</sub> is F, OH, OAc, NH<sub>2</sub> or R<sub>4</sub>, taken together with the carbon atom to which it is attached forms a moiety



having the structure: . In certain exemplary embodiments, Y<sub>2</sub> is hydrogen or lower alkyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary

embodiments,  $Y_2$  is hydrogen or methyl substituted with one or more halogen atoms selected from F, Cl, Br and I. In certain exemplary embodiments,  $Y_2$  is hydrogen or  $CF_3$ . ~~In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or lower alkoxy. In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or methoxy. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methoxy.~~ ~~In certain exemplary embodiments,  $R^{Y1}$  is hydroxyl or lower alkyl. In certain exemplary embodiments,  $R^{Y1}$  is hydrogen or methyl. In certain exemplary embodiments,  $Y_2$  is  $CF_3$  and  $R^{Y1}$  is methyl.~~